

# EXHIBIT 2

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

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 INVAMED, INC.,

Plaintiff,

vs.

BARR LABORATORIES, INC.,  
 BRANTFORD CHEMICALS, INC.,  
 BERNARD C. SHERMAN, APOTEX  
 HOLDINGS, INC., APOTEX, INC.,  
 and SHERMAN DELAWARE, INC.,

Defendants.  
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Index No. 98 CIV. 861 (RWS)

**AMENDMENT TO CONFIDENTIALITY STIPULATION AND PROTECTIVE ORDER**

WHEREAS, the parties hereto have agreed to amend the Confidentiality Stipulation and Protective Order entered by the Court on September 4, 1998, to facilitate the discovery process;

NOW THEREFORE, it is hereby stipulated and agreed by and among the undersigned counsel for the parties to this action that the Confidentiality Stipulation and Protective Order is amended to include the following provisions:

1. Documents and information produced by third parties to the captioned action may be designated by the third party supplying such documents or information as "Confidential" or "Highly Confidential" as set forth in the Confidentiality Stipulation and Protective Order entered in this action on September 4, 1998. The treatment of "Confidential" or "Highly Confidential" documents or information so designated by a third party shall be governed by all terms of that Order, except that third parties need not be served with prior written identification of Confidential or Highly Confidential documents or information used in, or persons attending, pretrial proceedings.

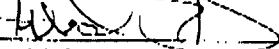
2. If any party intends to use Confidential or Highly Confidential documents or information in pretrial proceedings, including but not limited to depositions, at which persons not authorized to examine such documents or information by the Confidentiality Stipulation and Protective Order or this Amendment may be in attendance, such person or persons shall first be furnished with a copy of that Order and this Amendment and shall execute a written statement under oath, in the form appended hereto as Exhibit A, acknowledging that he or she is familiar with the provisions of the Order and this Amendment and will abide by them, and such statement(s) shall be retained by the counsel initiating the use of the documents or information at the proceeding.

3. Until such time as this Amendment has been entered by the Court, the parties agree that upon execution by the parties it will be treated as though it had been entered.

4. This Amendment may be executed in two or more counterparts.

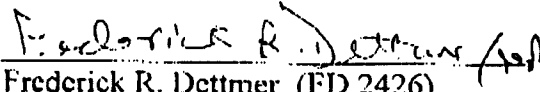
**AGREED AND STIPULATED:**

**ROSEN, PREMINGER & BLOOM**

By:   
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**Attorneys for Plaintiff**

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**Attorneys for Plaintiff**

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Attorneys for Defendant

Barr Laboratories, Inc.

LORD, BISSELL & BROOK

By:

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Chicago, IL 60603

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Attorneys for Defendants Other than  
Barr Laboratories, Inc.

SO ORDERED:

New York, New York

December 11, 1998

January 12, 1999

W. M. Karp  
U.S. District Court Judge

PART I

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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INVAMED, INC.,

Plaintiff,

vs.

BARR LABORATORIES, INC.,  
BRANTFORD CHEMICALS, INC.,  
BERNARD C. SHERMAN, APOTEX  
HOLDINGS, INC., APOTEX, INC.,  
and SHERMAN DELAWARE, INC.,

Defendants.  
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Index No. 98 CIV. 861 (RWS)

**AGREEMENT CONCERNING MATERIAL COVERED BY A PROTECTIVE ORDER  
ENTERED IN THE UNITED STATES DISTRICT COURT FOR THE  
SOUTHERN DISTRICT OF NEW YORK**

I understand that I am being given access to Confidential or Highly Confidential information pursuant to the Confidentiality Stipulation and Protective Order, and Amendment thereto, in the captioned case. I have read the Confidentiality Stipulation and Protective Order, read the Amendment thereto, and agree to be bound by their terms with respect to the handling of Confidential and Highly Confidential information under penalty of contempt of court.

I consent to the jurisdiction of the United States District Court for the Southern District of New York in connection with all matters related to the enforcement of the Confidentiality Stipulation and Protective Order and the Amendment thereto.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this \_\_\_\_\_ day  
of \_\_\_\_\_, 199\_\_.